



Invitation to the 2023 Annual General Meeting of Shareholders

Matching Maximize Solution Public Company Limited

Wednesday 26 April 2023 at 10.00 a.m.

Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok,

269 Larn Luang Road, Pomprab, Bangkok 10100

Registration starts at 9.00 a.m.

Please bring the Notification of Meeting with barcode to the meeting

No souvenirs shall be distributed so as to comply with the transparency and corporate governance policies about reduction/cancellation of souvenir distribution in AGMs.

(Translation)

Precautionary Measures and Guidelines for attending the meeting of Shareholders, regarding the outbreak of Coronavirus 2019 (COVID-19)

The Company kindly asks shareholders to be informed and cooperate with the following guidelines for organizing the shareholders' meeting of the Company to prevent and reduce the risk of the spread of the COVID-19 as follows:

1. The Company shall conduct health screening at the meeting entrance. For those being identified with respiratory symptom, the Company reserves the right to deny entry into the meeting. (In case that the aforementioned shareholder presents at the venue in person, such shareholder may grant a proxy to another person or the Company's Independent Director to attend the meeting on the shareholder's behalf.)
2. The venue will be cleaned and hand sanitizer alcohol gel will be provided prior to the meeting and within the meeting room. **The Company kindly requests everyone to prepare and wear a facemask at all times during the meeting.**

Privacy Notice for the Meeting of Shareholders

Matching Maximize Solution Public Company Limited (“the **Company**”) attaches great importance to the personal data of the shareholders and/or their proxies, and has therefore prepared a privacy notice for shareholders, investors and potential investors to inform the details about the collection, use, and disclosure of personal data to the shareholders, investors and potential investors as the owner of the personal data in accordance with the laws on personal data protection. Such notice is published on the Company’s website (www.matchinggroup.com). The details in relation to the shareholders’ meeting as follows:

1. The Collected Personal Data

It is necessary for the Company to collect your personal data that is submitted to the Company i.e. name, surname, address, telephone number, photo, identification card number, shareholders’ registration number and information on the use of electronic systems such as Email.

The Company may record and broadcast images and sounds of the meeting for its legitimate interests and the interests of shareholders.

In the case of granting a proxy, it is necessary for the Company to collect the copy of shareholder’s personal identification card which may contain religion information that is considered as sensitive data. The Company has no intention to collect such sensitive data and you can redact such data accordingly.

2. The Collection of Personal Data

For the direct collection of your personal data, the company shall use the personal data only as necessary and only in accordance with the specified purposes. However, the company may collect your personal data from any other sources, such as securities registrar or Thailand Securities Depository Co., Ltd. (TSD), but only in necessity and in accordance with measures prescribed by law.

3. Purposes for the collection, use and disclosure of Personal Data

The Company collects, uses, and discloses your personal data for the following purposes:

3.1 For convening the shareholders’ meeting, attendance of the shareholders’ meeting and management of shareholders’ meeting, e.g. registration for the meeting, recording of votes, etc.;

3.2 For recording of images, sounds and/or videos during the shareholders’ meeting for the purpose of disseminating the shareholders’ meeting via the Company’s website and other communication channels of the Company, or for the meeting attendees to be able to view it later, or for public relations purposes for the benefits of the Company or for the benefits of the attendees;

3.3 To record the shareholders’ meeting and prepare the minutes of the shareholders’ meeting to be sent to relevant authorities such as the Department of Business Development, Stock Exchange of Thailand, legal advisors of the Company, shareholders, including dissemination of details on the Company’s website and other communication channels of the Company.

4. The Personal Data Retention Period

The Company will retain your personal data only for the duration necessary for the purposes of the collection, use and disclosure your personal data as provided in this Privacy Notice.

If it is not possible to specify the personal data retention period, the Company will retain the personal data for the duration as may be expected per data retention standards (e.g. the maximum legal prescription of 10 years).

5. Your Rights as a Data Subject

As the owner of personal data ("Data Subject"), you have the rights as stipulated in the Personal Data Protection Act B.E 2562, which include the right to withdraw the consent, the right to access and obtain a copy of your personal data, the right to correct, delete or destroy your personal data, the right to request suspension of the processing of your personal data, the right to transfer your personal data according to the measures stipulated by law, the right of complaint and the right to object to the collection, use and disclosure of your personal data.

6. The Disclosure of Personal Data to a Third Party

The Company may be required to disclose personal data to other persons, juristic persons or regulatory authorities, who work in cooperation with the Company to the extent necessary for the compliance of the purposes as mentioned in this notice such as technology's service provider, regulators or government agencies or by the order of competent officials.

7. Contact channels

Enquires or questions on the personal data protection can be addressed to the following channels: **Matching Maximize Solution Public Company Limited**, 305/12 Soi Sukhothai 6, Sukhothai Rd., Dusit sub-district, Dusit district, Bangkok 10300 Tel: 02-669-4200 or **Data Protection Officer (DPO)**, e-mail: dpo@mmsbangkok.com

(Translation)

MMS-AC 66/003

24 March 2023

Re: Invitation to the Annual General Meeting of Shareholders for the year 2023

To: Shareholders of Matching Maximize Solution Public Company Limited

- Enclosures:**
1. Copy of Minutes of the Annual General Meeting of Shareholders for the year 2022 held on 27 April 2022
 2. The 2022 Annual Registration Statement / Annual Report (56-1 One Report) comprising of copies the audited Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) for the year ended 31 December 2022 in electronic form of QR Code as appeared in the Notice of Meeting with barcode
 3. Names and profiles of directors who are nominated to be reappointed as the Company's directors for another term as well as definition of independent directors
 4. Guideline for the appointment of proxy, the registration, and evidence to be presented on the date of the Annual General Meeting of Shareholders for the year 2023
 5. The Company's Articles of Association which are relevant to the Shareholders' Meeting and voting exercise
 6. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Annual General Meeting of Shareholders for the year 2023
 7. Location map of the Meeting's venue of the Annual General Meeting of Shareholders for the year 2023 and
 8. Proxy form B

The Board of Directors' Meeting of Matching Maximize Solution Public Company Limited (the "**Company**") has passed the resolution to convene the Annual General Meeting of Shareholders for the year 2023 on 26 April 2023 at 10.00 hrs. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, No. 269, Larn Luang Road, Pomprab District, Bangkok Metropolis 10100 to consider the following agenda.

In compliance with the Good Corporate Governance Principles, the Company has provided the opportunity for the shareholders to propose agenda of the Meeting in advance through the news system of the Stock Exchange of Thailand (the "**SET**") and on the Company's website during the

period from 14 September 2022 to 31 December 2022. For this Meeting, no shareholder proposed any agenda in advance.

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2022 held on 27 April 2022

Facts and rationale The Company has prepared the Minutes of the Annual General Meeting of Shareholders for the year 2022 held on 27 April 2022, the copy of which was submitted to the relevant authorities within the required period. Thus, the Shareholders' Meeting is requested to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2022 held on 27 April 2022. The copy of the Minutes is attached as Enclosure 1.

Board's opinion The Board of Directors is of the opinion that the Minutes of the Annual General Meeting of Shareholders for the year 2022 held on 27 April 2022, was correctly recorded and should be proposed to the 2023 Annual General Meeting of Shareholders for adoption.

Remark This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes.

Agenda 2 To acknowledge the Company's operating results for the year 2022

Facts and rationale The Board of Directors has prepared the information relating to the Company's operating results for the past year 2022, which is shown in the 2022 Annual Registration Statement / Annual Report (56-1 One Report) sent to shareholders as per Enclosure 2. It was sent for the shareholders' acknowledgement of the overview of the Company's operating results.

Board's opinion The Board of Directors is of the opinion that the report on the Company's operating results for the year 2022 should be proposed to the 2023 Annual General Meeting of Shareholders for acknowledgement.

Remark This Agenda is for acknowledgement, no resolution is required.

Agenda 3 To consider and approve the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended as at 31 December 2022 which have been audited by the certified auditor and acknowledge the Auditor's report

Facts and rationale To be in compliance with the Public Limited Companies Act B.E. 2535 (as amended) and the company's Articles of Association, the Board of Directors is required to prepare the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) as of

the last day of the Company's fiscal year which were audited by the certified auditor and propose to the Annual General Meeting of Shareholders for consideration and approval. Thus, the Shareholders' Meeting is requested to consider and approve the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the Company for the fiscal year ended as at 31 December 2022 as appeared in the 2022 Annual Report sent to the shareholders as per Enclosure 2.

Board's opinion

The Board of Directors is of the opinion that the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the Company for the fiscal year ended as at 31 December 2022 which were audited by the certified auditor and the Auditor's report should be proposed to the Annual General Meeting of Shareholders for approval and acknowledgement.

Remark

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes.

Agenda 4 To consider and approve no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2022

Facts and rationale

According to the Public Limited Companies Act B.E. 2535 (as amended) and the company's Articles of Association, set out that the Company is required to appropriate part of the annual net profit as reserve fund in an amount not less than 5 percent of the annual net profit with deduction therefrom the amount representing the accumulated loss carried forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital.

Furthermore, the Company's dividend policy prescribes that the dividend payment shall be made approximately 40 percent of the net profit during the accounting period. However, the dividend payment shall be made subject to the absence of necessary reason to spend such funds. In addition, the payment of dividend shall not have a material effect to the Company's normal business operation.

According to Separate Financial Statements ended 31 December 2022 audited by the certified auditor, the Company has accumulated deficit, the Board of Directors therefore propose the Annual General Meeting of Shareholders as follows:

1. No appropriation of profit as the legal reserve; and
2. No dividend payment from the operating result of the year 2022.

Board's opinion The Board of Directors is of the opinion that no appropriation of profit as legal reserve and no dividend payment as aforementioned should be proposed to the 2023 Annual General Meeting of Shareholders for approval.

Remark This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes.

Agenda 5 **To consider and approve the appointment of directors replacing those who retire by rotation**

Facts and rationale According to the Public Limited Companies Act B.E. 2535 (as amended) and the Company's Articles of Association, at least one-third of the total number of directors must retire by rotation at the Annual General Meeting of Shareholders in each year and if the number of directors cannot be divided by three, the number nearest to one-third shall retire and the retired directors are eligible for re-appointment. There are 3 directors who will be due to retire by rotation at the Annual General Meeting of Shareholders for the year 2023, namely:

1. Mr. Sansrit Yenbamrung Chairman of the Board of Directors
2. Mr. Akarat Na Ranong Independent Director and Chairman of the Audit Committee; and
3. Mr. Chayanont Ulit Director

In compliance with the Good Corporate Governance Principles, the Company has provided opportunities for the shareholders to propose the person(s) to be elected as directors in advance of the Meeting through the news system of the SET and announcement on the Company's website from 14 September 2022 to 31 December 2022 so that the Nomination and Remuneration Committee could consider the matter. Nonetheless, no shareholder proposed any person to be elected as director to the Company at this Meeting.

The Nomination and Remuneration Committee has considered and is of the opinion that all 3 directors who are due to retire by rotation are knowledgeable persons, capable and have experience in the Company's business and have performed well as the directors of the Company in the past office period and also possess full qualification under the law and the director(s) nominated to be appointed as the independent director(s) is able to independently make an opinion pursuant to the relevant rules and regulations. Therefore, the Board of Directors (according to recommendation and approval of the Nomination and Remuneration Committee) deems it appropriate to nominate

all 3 directors to be reappointed as the Company's directors for another term. The nominated persons have been scrutinized in accordance with the process specified by the Company and have qualifications in accordance with relevant rules and regulations as well as are well-suited to the business of the Company.

The Board of Directors has considered that the person who was nominated as the independent director possesses the qualifications in accordance with the laws related to requirements of independent directors.

The name, profile and other positions of directors who are due to retire by rotation and the person who are nominated to be reappointed as the Company's directors for another term including the definition of Independent Directors have been sent to the shareholders as per Enclosure 3.

Board's opinion

The Board of Directors is of the opinion that the reappointment of all 3 directors who are due to retire by rotation to be Directors of the Company for another term should be proposed to the Annual General Meeting of Shareholders for approval.

Remark

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes.

Agenda 6

To consider and approve the directors' remuneration for 2023

Facts and rationale

The Nomination and Remuneration Committee has determined the directors' remuneration for the year 2023 and proposed at the Board of Directors' Meeting to consider and approve to propose to the Shareholders' Meeting. For such determination, the Nomination and Remuneration Committee has considered the directors' remuneration from the expansion of business and growth of the Company, including the duties and responsibilities of the directors. Therefore, the Board of Directors (according to recommendation and approval of the Nomination and Remuneration Committee) deems it appropriate to determine the directors' remuneration for the year 2023 as follows:

Monthly remuneration (per person)

Board of Directors

Chairman of the Board Baht 60,000

Director Baht 30,000

Other Sub-Committees

Chairman Baht 30,000

Committee Baht 20,000

Nomination and Remuneration Committee and Corporate Governance Committee will not receive the monthly remuneration.

Meeting Allowance (per person per meeting)

Nomination and Remuneration Committee

Chairman of Nomination and Remuneration Committee Baht 30,000
 Nomination and Remuneration Committee Baht 20,000

Corporate Governance Committee

Chairman of Corporate Governance Committee Baht 30,000
 Corporate Governance Committee Baht 20,000

The Board of Directors and other Sub-Committees will not receive the meeting allowance.

The Company currently has a sub-committee consisting of the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee, and the Corporate Governance Committee. In case a member of other sub-committees is a Director of the Company, such person will also be paid the remuneration for being the Director.

The Company has no policy to offer other benefits other than money to the Directors (except for the welfare to general staffs).

Comparison Table of Directors' Remuneration

Monthly remuneration (per person)

Unit: Thai Baht

Position	Year 2023 (Proposed Year)	Year 2022
<u>Board of Directors</u>		
Chairman of the Board	60,000	60,000
Director	30,000	30,000
<u>Sub-Committees</u>		
<u>Audit Committee</u>		
Chairman	30,000	30,000
Committee	20,000	20,000
<u>Executive Committee</u>		
Chairman	30,000	30,000
Committee	20,000	20,000

Meeting Allowance (per person per meeting)

Unit: Thai Baht

Position	Year 2023 (Proposed Year)	Year 2022
<u>Sub-Committees</u>		
Nomination and Remuneration Committee		
Chairman	30,000	30,000
Committee	20,000	20,000
Corporate Governance Committee		
Chairman of Corporate Governance Committee	30,000	30,000
Corporate Governance Committee	20,000	20,000

Board's opinion

The Board of Directors is of the opinion that the directors' monthly remuneration for the year 2023 should be proposed to the Annual General Meeting of Shareholders for approval as the details mentioned above.

Remark

This Agenda requires an affirmative resolution of not less than two-thirds of the votes of the shareholders present at the Meeting.

Agenda 7

To consider and approve the appointment of the Company's auditors and their remuneration for 2023

Facts and rationale

Section 120 of the Public Limited Companies Act B.E. 2535 (as amended) sets out that at the Annual General Meeting of each year, there shall be the appointment of an auditor and the determination of his/her remuneration, in this regard, the existing auditors may be reappointed.

The Board of Directors (according to the consideration and recommendation of the Audit Committee) has selected the Company's auditors and proposed the Shareholders' Meeting to appoint the following persons:

1. Mr. Sa-nga Chokenitisawat , Certified Public Accountant no. 11251; and/or
2. Mr. Krit Chatchawalwong, Certified Public Accountant No.5016; and/or
3. Mr. Kan Kanthawirat, Certified Public Accountant No.10456

from PricewaterhouseCoopers ABAS Ltd., or other auditor(s) certified by the Office of Securities and Exchange Commission entrusted by PricewaterhouseCoopers ABAS Ltd. to be the Company's auditor(s) for the fiscal year ended 31 December 2023. Any of these auditors may audit or

review the Company's Financial Statements. Such auditors will be the auditor for the Company for the fiscal year ended as at 31 December 2023.

None of the proposed auditors has any relationship with and/or interest in the Company, its subsidiaries, executives, major shareholders or related persons of such persons. Therefore, the said auditors are independent to audit and comment on the Company's Financial Statements. In addition, none of the proposed auditors has audited or reviewed and given opinion of the Company's Financial Statements for seven fiscal years. Mr. Sa-nga Chokenitisawat was an auditor of the Company for the fiscal year 2019-2022. Mr. Krit Chatchawalwong was an auditor of the Company for the fiscal year 2021-2022. Mr. Kan Kanthawirat was an auditor of the Company for the fiscal year 2022.

Moreover, the Board of Directors (according to the consideration and recommendation of the Audit Committee) proposes that the Shareholders' Meeting determines the Company's auditor remuneration for the fiscal year ended as at 31 December 2023. The auditors' remuneration for auditing the Financial Statements of the Company are fixed at the rate of Baht 879,750. (The auditors as aforementioned shall also be appointed as the auditors of the subsidiaries of the Company with the fee for auditing the financial statements of the subsidiaries at Baht 1,355,850; therefore, the total auditors' fee is Baht 2,235,600). In this regard, PricewaterhouseCoopers ABAS Ltd. has duly performed its duties of reviewing and auditing the Financial Statements of the Company and its subsidiaries since the fiscal year 2012. Moreover, PricewaterhouseCoopers ABAS Ltd. is an auditing firm with international standards, and is thus able to prepare the Financial Statements of the Company and its subsidiaries in due time as required by law.

The details of the audit remuneration comparing those in the fiscal year ended as at 31 December 2022 and the fiscal year ended as at 31 December 2023 are as follows:

Comparison Table of Auditor's Remuneration

Name of the companies	The fiscal year ended at 31 December 2023 (Baht)		The fiscal year ended at 31 December 2022 (Baht)	
	Auditing Fee	Other Fees	Auditing Fee	Other Fees
Matching Maximize	879,750	-	850,000	-

Name of the companies	The fiscal year ended at 31 December 2023 (Baht)		The fiscal year ended at 31 December 2022 (Baht)	
Solution Public Company Limited				
Subsidiaries (for information only)	1,355,850		1,310,000	
Total	2,235,600	-	2,160,000	-

Audit Committee's opinion

The Audit Committee has considered and opined that PricewaterhouseCoopers ABAS Ltd. is a global standard company; all their auditors are also qualified and independent. It is deemed appropriate to propose the Board of Directors to propose to the Shareholders to approve the appointment of Mr. Sa-nga Chokenitisawat , certified public accountant no. 11251, and/or Mr.Krit Chatchawalwong, Certified Public Accountant No.5016; and/or Mr. Kan Kanthawirat, Certified Public Accountant No.10456, of PricewaterhouseCoopers ABAS Ltd. or any other auditor(s) certified by the Office of Securities and Exchange Commission and entrusted by PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year ended 31 December 2023, with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 879,750.

Board's opinion

The Board of Directors is of the opinion that the appointment of Mr. Sa-nga Chokenitisawat, certified public accountant no. 11251, and/or Mr.Krit Chatchawalwong, Certified Public Accountant No.5016; and/or Mr. Kan Kanthawirat, Certified Public Accountant No.10456, of PricewaterhouseCoopers ABAS Ltd. and/or any other auditor(s) certified by the Office of Securities and Exchange Commission and entrusted by the PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year ended 31 December 2023, with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 879,750, should be proposed to the Annual General Meeting of Shareholders for approval.

Remark

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes.

Agenda 8 Other Business (if any)

According to the Public Limited Companies Act B.E. 2535 (as amended), a request for the Meeting of Shareholders to consider matters other than those indicated in the invitation to shareholders can occur if shareholders holding not less than one-third of the total numbers of the Company's issued shares request it.

The shareholders are invited to attend the Meeting on the date, and at the time and place as described above and are requested to prepare all evidence that will be used for the Meeting as detailed in the guideline for the appointment of proxy to attend the Meeting, the registration, and evidence to be presented on the Meeting date of the Annual General Meeting of Shareholders for the year 2023 as appeared in Enclosure 4. The Company will conduct the Meeting in accordance with the Company's Articles of Association as appeared in Enclosure 5. To reserve the rights and interests of shareholders, in the event that any shareholder is unable to attend the Meeting and would like to appoint the Company's independent directors as proxy to attend the Meeting and cast the votes on his/her behalf, the shareholders can select one of the independent directors of the Company whose names and profiles are as appeared in Enclosure 6 as their proxies. The shareholders must fill in and sign the proxy form attached herewith, duly affix with the Baht 20 stamp duty and deliver such proxy form with the supporting documents to the Company at Matching Maximize Solution Public Company Limited at No. 305/12 Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok, 10300 within 20 April 2023 or at least half an hour before the Meeting in order to enable the Company to review the documents in time of the Meeting.

For the custodians that represent overseas shareholders, the Type-C Proxy Form may be used for the appointment of the proxy. This Type-C Proxy Form is available for download from the Company's website at www.matchinggroup.com

The Board of the Directors of the Company determined the Record Date on which the shareholders have the rights to attend the Annual General Meeting of Shareholders for the year 2023 on 22 March 2023.

Please be informed that the shareholders and proxies can register for the Meeting attendance starting from 9.00 hrs. on the Meeting date at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, No. 269, Larn Luang Road, Pomprab District, Bangkok 10100.

Sincerely Yours,
Matching Maximize Solution Public Company Limited



(Mr.Chayanont Ulit)
Chief Executive Officer